

CLERK, U. S. DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
FILED
11-22-04
MICHAEL N. MILBY, CLERK
BY DEPUTY H. Zippin

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
ENTERED

NOV 22 2004

Michael N. Milby, Clerk of Court

_____	§	
	§	
IN RE ENRON CORPORATION	§	
SECURITIES, DERIVATIVE, &	§	
"ERISA" LITIGATION	§	
	§	
_____	§	
	§	
This document relates to	§	
MARK NEWBY, et al.,	§	
	§	(Consolidated)
Plaintiffs,	§	
	§	
v.	§	CIVIL ACTION
	§	NO. H-01-3624
ENRON CORP., et al.,	§	
	§	
Defendants.	§	

**AGREED ORDER EXTENDING
TEMPORARY RESTRAINING ORDERS**

On October 18, 2004 and October 22, 2004, this Court entered two temporary restraining orders in connection with pending settlements in the *Newby* and *Official Creditors' Committee* actions that had been submitted to the D & O Insurers on behalf of the Former Outside Directors of Enron, Richard Buy and James Derrick. Those orders were extended by agreement on October 27, 2004, again on November 4, 2004, and again on November 15, 2004.

The Court has been advised that the ongoing discussions to determine whether certain potential objections to the *Newby* and *Official Creditors' Committee* settlements may be resolved by agreement are progressing satisfactorily but are not yet concluded and documented. The Court has further been advised that those negotiations and documentation will be facilitated if the Temporary Restraining Order can be extended for a period of time in order to ensure that the status

quo is preserved. There exists good cause for this extension of the TROs, because even though the insurers have filed an interpleader action, are seeking relief from the Bankruptcy Court to make the deposit of funds, and have pledged to preserve the insurance proceeds, the threat of lawsuits directed against the policies seeking inconsistent relief exists. The conditions that prompted the issuance of the existing TROs have not changed, and continuance of the restraint will assist the ongoing negotiation and documentation process. No party will be harmed or prejudiced by the continuance and expansion of this restraint, which is specifically authorized by FED. R. CIV. P. 65 and 28 U.S.C. § 2361. Accordingly, it is Ordered that:

1. Third Party Defendants Associated Electric & Gas Insurance Services, Ltd. (AEGIS), Energy Insurance Mutual Limited (EIM), Federal Insurance Company (Federal), Greenwich Insurance Company (Greenwich), Lloyds of London (Lloyds), St. Paul Mercury Insurance Co. (St. Paul), Royal Insurance Co. (Royal), and ACE Bermuda Insurance Ltd. (ACE) (collectively “the D & O Insurers”), and their respective officers, agents, servants, employees, attorneys, and all persons acting in concert with them are restrained from disbursing any funds under the Enron directors and officers liability insurance policies issued by the D & O Insurers (the “Enron D & O Policies”) through and including December 8, 2004.

2. All insureds who claim they are entitled to coverage under any of the Enron D & O Policies, all of the D & O Insurers, and all persons acting in concert with them or who receive notice of the entry of this Order are restrained from prosecuting or initiating any actions or arbitration proceedings, including but not limited to the two actions already filed in the Southern District of New York, relating to the D & O Policies issued to Enron Corporation, the D & O Insurers, or the *Newby* and *Official Creditors’ Committee* settlements for a period through and including

December 8, 2004.

3. The Court in its discretion finds that no bond will be required in connection with the issuance of this Order.

4. This Court will hear argument on December 8, 2004 at 1:00 p.m. to determine whether to issue a preliminary injunction preventing all interpleader defendants from prosecuting or initiating any actions or proceedings relating to the D & O insurance policies issued to Enron Corporation that are the subject of the pending interpleader in this Court. The Court will also consider on December 8, 2004, the previously filed jurisdictional and arbitrability motions that have been filed by certain parties and who have consented to this extension.

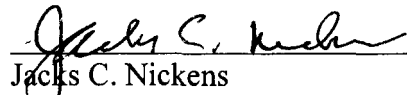
5. Nothing in this Order shall constitute a waiver of any rights, defenses or obligations of any person subject to this Order or any party to the *Newby* and *Official Creditors' Committee* actions.

Signed on November 22nd, 2004 at 4:05~~am~~/p.m.


THE HONORABLE MELINDA HARMON
UNITED STATES DISTRICT JUDGE

BY AGREEMENT:

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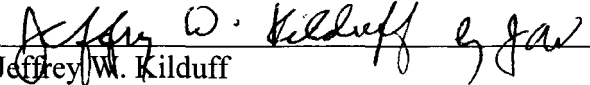
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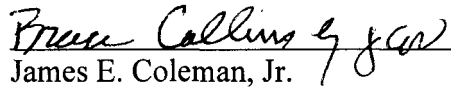
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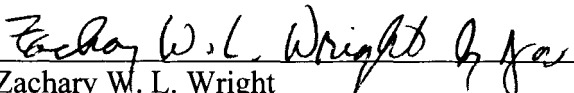
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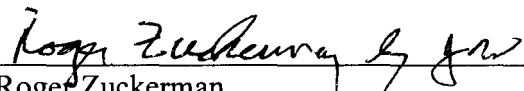
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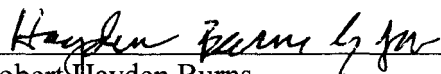
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